

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT



APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER LC Fee 11-22-57					
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT WILDCAT					
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME					
6. NAME OF OPERATOR BERRY PETROLEUM COMPANY						7. OPERATOR PHONE 303 999-4044					
8. ADDRESS OF OPERATOR 4000 South 4028 West Rt 2 Box 7735, Roosevelt, UT, 84066						9. OPERATOR E-MAIL kao@bry.com					
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) Fee			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input checked="" type="checkbox"/> FEE <input type="checkbox"/>					
13. NAME OF SURFACE OWNER (if box 12 = 'fee') DWR						14. SURFACE OWNER PHONE (if box 12 = 'fee')					
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')					
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input checked="" type="checkbox"/> (Submit Commingling Application) NO <input type="checkbox"/>			19. SLANT VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>					
20. LOCATION OF WELL		FOOTAGES		QTR-QTR	SECTION	TOWNSHIP		RANGE		MERIDIAN	
LOCATION AT SURFACE		1846 FSL 1921 FWL		NESW	22	5.0 S		7.0 W		U	
Top of Uppermost Producing Zone		1846 FSL 1921 FWL		NESW	22	5.0 S		7.0 W		U	
At Total Depth		1846 FSL 1921 FWL		NESW	22	5.0 S		7.0 W		U	
21. COUNTY DUCHESENE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 1846			23. NUMBER OF ACRES IN DRILLING UNIT 640					
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completion) 2			26. PROPOSED DEPTH MD: 5809 TVD: 5809					
27. ELEVATION - GROUND LEVEL 6967			28. BOND NUMBER RLB0005651			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-12400					
Hole, Casing, and Cement Information											
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight	
SURF	12.25	8.625	0 - 890	24.0	J-55 ST&C	9.5	Class G	515	1.15	15.8	
PROD	7.875	7.5	0 - 5809	17.0	N-80 LT&C	9.5	Type V	200	3.82	11.0	
							Class G	290	1.7	13.1	
ATTACHMENTS											
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES											
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN					
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER					
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP					
NAME Krista Mecham				TITLE Regulatory Permitting Tech				PHONE 435 722-1325			
SIGNATURE				DATE 04/04/2013				EMAIL kmm@bry.com			
API NUMBER ASSIGNED 43013521270000						APPROVAL					

Received: May 16, 2013

BERRY PETROLEUM COMPANY
LC Fee 11-22-57
Section 22, T5S, R7W, U.S.B.&M.
1846' FSL & 1921' FWL (NE/4SW/4)
Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

A,B Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

FORMATION	DRILL DEPTH * @ SHL (TVD)
------------------	--------------------------------------

Uinta Fm	Surface
Green River	41'
Green River Fouch Marker	591'
Mahogany	1114'
Tgr3	2193'
*Douglas Creek	2993'
Black Shale	3658'
*Castle Peak	3942'
*Uteland Butte	4292'
*Wasatch	4509'
CR-6 (base U Wasatch)	5709'
TD	5809'
Base of Moderate Saline Water	5000'

*PROSPECTIVE PAY

C Pressure Control Equipment : (Schematic Attached)

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc. A 3M system will be utilized. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams or both may be used depending on the drilling rig contracted.

Chart recorders will be used for all pressure tests.

Test charts, with individual test results identified, shall be maintained on location while drilling and shall be made available to a representative upon request.

Mud volumes will be monitored visually.
Upper and Lower Kelly cocks will be utilized.
A gas buster will be utilized, if necessary.

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 800'	No Pressure Control
800' – 5809'	11" 3000# Ram Type BOP 11" 3000# Annular BOP

D,E Proposed Casing and Cementing Program

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>Casing Size</u>	<u>Type</u>	<u>Connection</u>	<u>Weight</u>
Surface	800'	12.25"	8-5/8"	J-55	ST&C	24#
Production	5809'	7.875"	5-1/2"	N-80 or LIDA-80	LT&C	17#

<u>Surface</u>	<u>Type & Amount</u>
0' – 800'	Approx. 515 SX Premium Class G, plus additives or a similar slurry with a minimum weight of 15.8 #/gal and approximate yield of 1.15 cuft/sx, minimum 24 hr compressive strength = 500 psi (Cement will be circulated to surface and topped off, if necessary.)

<u>Production</u>	<u>Type & Amount</u>
0' – 3500'	Lead: +/- 200 sx Premium Type V + additives or similar slurry with a minimum weight of 11.0 #/gal and approximate yield of 3.82 cuft/sx
3500' – 5809'	Tail: +/- 290 sx Premium Class G + additives or similar slurry with a minimum weight of 13.1 #/gal and approximate yield of 1.70cuft/sk.

For production casing, actual cement volumes will be determined from the caliper log plus a minimum of 15% excess.

F Drilling Fluids Program

Interval	Weight	Viscosity	Fluid Loss	Remarks
0' – 800'	8.4 – 9.5	27	NC	DAP Mud
800' - 5809'	8.4 – 9.5	27	NC	DAP Water

G Evaluation Program

Logging Program:	HRI-GR-SP with SDL-DSN-PE: surface casing to TD. Preserve samples from all show intervals.
Sampling:	10' dry cut samples: Douglas Creek to TD. Preserve samples From all show intervals.
Surveys:	As deemed necessary
Mud Logger:	As deemed necessary
Drill Stem Tests:	As deemed necessary
Cores:	As deemed necessary

H Anticipated Abnormal Pressures or Temperatures

No abnormal temperatures or pressures or other hazards are anticipated.

Shallow gas and/or water flows are possible below surface casing.

Maximum anticipated bottom hole pressure equals approximately 2869 psi* and maximum anticipated surface pressure equals approximately 1591**psi (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A – (0.22xTD)

I Anticipated Starting Dates and Notification of Operations

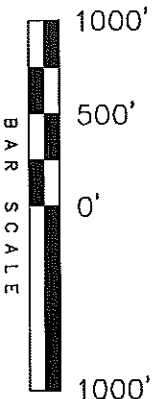
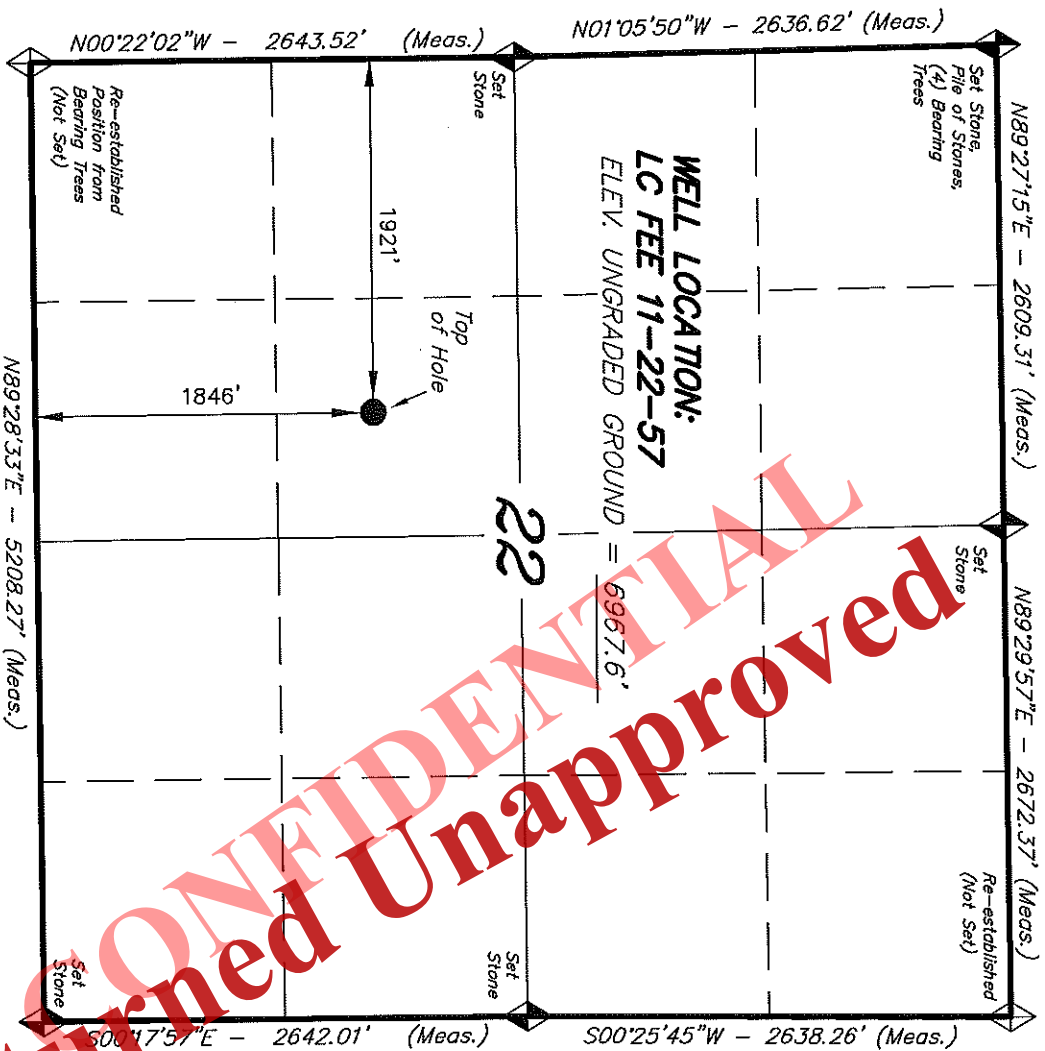
Drilling Activity:

Anticipated Commencement Date:	Upon approval of the APD.
Drilling Days:	Approximately 10 days.
Completion Days:	Approximately 7 days.

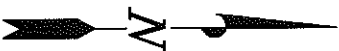
T5S, R7W, U.S.B.&M.

BERRY PETROLEUM COMPANY

WELL LOCATION, LC FEE 11-22-57,
LOCATED AS SHOWN IN THE NE 1/4 SW
1/4 OF SECTION 22, T5S, R7W,
U.S.B.&M. DUCHESNE COUNTY, UTAH.



- NOTES:**
1. Well footages are measured at right angles to the Section Lines.
 2. Bearings are based on Global Positioning Satellite observations.



THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS
PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS
MADE BY ME OR UNDER MY SUPERVISION AND THAT
THE SAME ARE TRUE AND CORRECT TO THE BEST
OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
STACY W.
06-06-12
REGISTRATION NO. 88888
STATE OF UTAH

TRI STATE LAND SURVEYING & CONSULTING
180 NORTH VERNAL AVE. - VERNAL, UTAH 84078
(435) 781-2501

DATE SURVEYED: 05-30-12 SURVEYED BY: K.G.S.

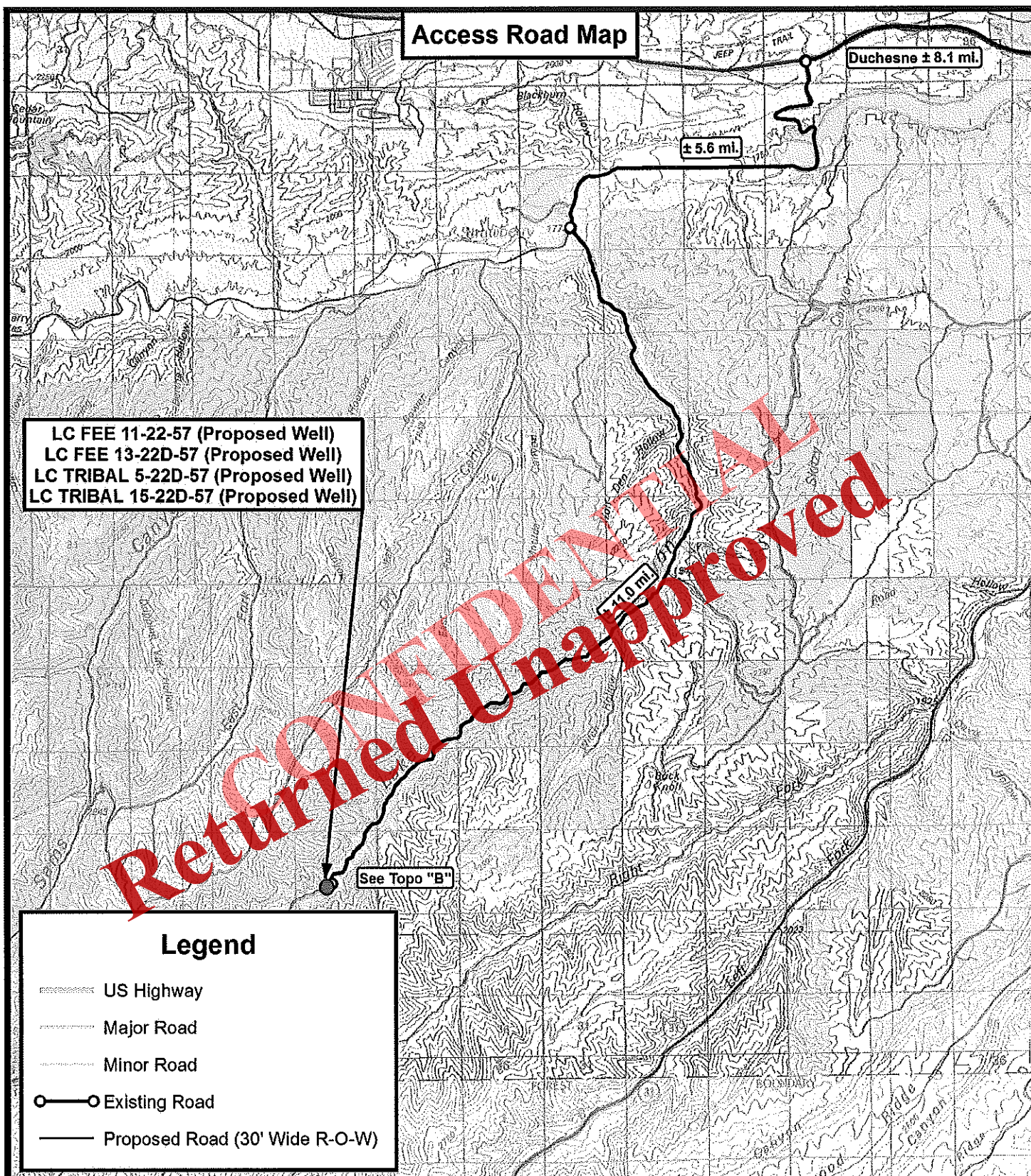
DATE DRAWN: 06-06-12 DRAWN BY: L.C.S.



REVISED: SCALE: 1" = 1000'

SECTION CORNERS LOCATED

BASIS OF ELEV; Elevations are base on an
N.G.S. OPUS Correction. LOCATION:
LAT. 39°58'55.06" LONG. 110°22'05.00"
(Tristate Aluminum Cap) Elev. 7307.99'

NAD 83 (SURFACE LOCATION)
LATITUDE = 40°01'47.23" (40.029785)
LONGITUDE = 110°39'37.22" (110.660339)
NAD 27 (SURFACE LOCATION)
LATITUDE = 40°01'47.37" (40.029826)
LONGITUDE = 110°39'34.66" (110.659628)



 Tri State Land Surveying, Inc. 180 NORTH VERNAL AVE. VERNAL, UTAH 84078		P: (435) 781-2501 F: (435) 781-2518	N 	BERRY PETROLEUM COMPANY LC FEE 11-22-57, 13-22D-57 (Proposed Well) LC TRIBAL 5-22D-57, 15-22D-57 (Proposed Well) SEC. 22, T5S, R7W, U.S.B.&M. Duchesne County, UT.		SHEET A
DRAWN BY: J.A.S.		TOPOGRAPHIC MAP				
DATE: 06-11-2012 SCALE: 1:100,000						

SURFACE USE PLAN of OPERATIONS

Attachment for Permit to Drill:

Name of Operator: Berry Petroleum Company
Address: 4000 South 4028 West/Rt. 2 Box 7735
Roosevelt, Utah 80466
Well Location: LC Fee 11-22-57
1846' FSL & 1921' FWL
NE/SW/4 of Sec. 22, T5S, R7W.

The surface owner or surface owner representative and dirt contractor will be provided with an approved copy of the surface use plan of operations and approved conditions of approval before initiating construction.

A Existing Roads

To reach the Berry Petroleum Company well, LC Fee 11-22-57, in Section 22-T5S, R7W.

The proposed well site is approximately 25 miles west of Duchesne, Utah.

Proceed in a westerly direction from Duchesne, Utah, along US Highway 40 for approximately 8.1 miles to the junction of this road and the existing Strawberry Road to the south. Turn left and proceed in a southerly thence westerly direction thence southerly direction for approximately 5.6 miles to the junction of this road and the Lake Canyon Road to the south. Proceed in a southerly thence southwesterly direction for approximately 11.0 miles to the beginning of the proposed access. Follow the road flags in a southwesterly direction for approximately 219 feet to the proposed LC Fee 11-22-27 and 13-22D-27 and LC Tribal 5-22D-57 and 15-22D-57 location.

Berry Petroleum Company will improve or maintain existing roads in a condition the same or better than before operations began. Best Management Practices will be considered when improving or maintaining existing roads. In general this would involve the need for some surface material or fill to prevent or repair holes in the road due to heavy truck traffic during the drilling and completion operations. If repairs are made the operator will secure the appropriate material from private sources.

B New or Reconstructed Access Roads

See Topographic Map "A & B" for the location of the proposed access road. Berry Petroleum Company will construct a new access road across DWR surface for approximately 219 feet (0.04 miles) to the proposed LC Fee 11-22-57, 13-22D-57, LC Tribal 5-22D-57 and 15-22D-57 location.

C Location of Existing Wells

See Topographic Map "D" for the location of existing wells within a 1 mile radius.

D Location of Tank Batteries, Production Facilities and Production Gathering and Service Lines

A containment dike will be constructed completely around those production facilities which contain fluids (i.e., production tanks, produced water tanks). This dike will be constructed of compacted subsoil, be impervious, hold 100% of the capacity of the largest tank. The site specific APD will address additional capacity if such is needed due to environmental concerns. The use of topsoil for the construction of dikes will not be allowed. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded with the Authorized Agency Officer's approval to meet SPCC requirements.

The proposed pipeline will tie in at an existing pipeline. Map "C" illustrating the proposed route is attached. The proposed pipeline will be 4"-6" polypipe and be placed above ground. The pipeline will run in the same corridor as the above proposed access road.

All site security guidelines identified in Federal regulation 43 CFR 3126.7, will be adhered to. All off-lease storage, off-lease measurement, or commingling on-lease or off-lease production will have prior written approval from the Authorized Agency Officer.

Gas meter runs will be located approximately 100 feet from the wellhead. Where necessary, the gas line will be anchored down from the wellhead to the meter.

E Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from one of the following Berry source wells:

- Water Permit # 43-12400, Sec. 23, T5S, R5W
- Water Permit # 43-12400, Sec. 24, T5S, R5W
- Water Permit # 43-1221, Sec. 30, T3S, R8W
- Water Permit # 43-1226, Sec. 30, T3S, R8W
- Water Permit # 43-1627, Sec. 30, T3S, R8W
- Water Permit # 43-1628, Sec. 12, T5S, R6W (Douglas E. & Yordis Nielsen)
- Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W
- East Duchesne Water, Arcadia Feedlot, Sec. 28, T3S, R3W
- Petroglyph Operating Company 08-04 Waterplant, Sec. 8, T5S, R3W.

F Source of Construction Materials

All construction materials for this location site and access road shall be borrow material accumulated during the construction of the location site and access road.

Additional gravel or pit lining material will be obtained from a private source.

The use of materials under Authorized Agency jurisdiction will conform to 43 CFR 3610.2-3.

G Methods of Handling Waste Materials

Drill fluids will be contained in a closed loop system. Cuttings will be contained on site and buried in a pit or used on location and/or access roads, whichever is deemed appropriate by the authorized agency.

After first production, produced wastewater from Berry Petroleum Company wells will be used for injection in our enhanced oil recovery project(s) in the Brundage Canyon Field or they will be trucked to one of the following approved waste water disposal sites:

- R.N. Industries, Inc. Sec. 4, T2S, R2W, Bluebell
- MC & MC Disposal Sec. 12, T6S, R19E, Vernal
- LaPoint Recycle & Storage Sec. 12, T5S, R19E, LaPoint
- Water Disposal Inc. Sec. 32, T1S, R1W, Roosevelt
- ITL 4461 W 3000 So Roosevelt Location Pleasant Valley
- IWM PO Box 430 Altamont or 20250 W 2000 S Duchesne Location – Blue Bench
- Pro Water 12223 Highland Ave Ste B503 Rancho Cucamonga CA 91739 Location – Blue Bench

Should operations of the field be prohibited by the Authorized Officer, the wastewater shall be confined to the approved pit or storage tank for a period not to exceed 90 days. The use of such pit is hereby approved as part of this Application for Permit to Drill.

Production fluids will be contained in leak-proof tanks. All production fluids will be disposed of at approved disposal sites. Produced water, oil, and other byproducts will not be applied to roads or well pads for control of dust or weeds. The indiscriminate dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical portable toilet will be furnished with the drilling rig.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the location promptly after removal of the completion rig (weather permitting).

Any open pits will be fenced during the operations. The fencing will be maintained with best efforts until such time as the pits are back filled.

No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within these areas.

H Ancillary Facilities

There are no ancillary facilities planned for at this time and none are foreseen in the future.

I Well site Layout

The attached Location Layout diagram describes drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s) and surface material stockpile(s)

J Plans for Restoration of the Surface

Interim

The dirt contractor will be provided with approved copies of the Surface Use Plan prior to construction activities.

Upon well completion, within a reasonable time, the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production.

Abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the re-establishment of irrigation systems, the re-establishment of appropriate soil conditions, and the re-establishment of vegetation as specified.

All disturbed areas will be re-contoured to the approximate natural contours.

Any drainage rerouted during the construction activities shall be restored to its original line of flow or as near as possible.

All areas of disturbance (including surface pipelines) must have appropriate surface use agreements or approvals in place with the proper owner and/or agency before such action is started.

The conditions of approval, as set forth by those owners and/or agencies, shall be adhered to.

Interim Reclamation consisting of minimizing the footprint of disturbance shall be accomplished by reclaiming all portions of the well site not needed for safe production operations. The portions of the well site not needed for operational and safety purposes will be recontoured to a final appearance that blends with the surrounding topography. Topsoil will be spread over these areas. The operator will spread the topsoil over the entire location except where an all-weather surface, access route or turnaround is needed. Production facilities should be clustered or placed offsite to maximize the opportunity for interim reclamation. Any incidental use on interim reclamation may require restoration of damage. This may require recontouring and seeding of the damaged area.

Paint all production facilities and equipment, not otherwise regulated (OSHA, etc.), Yuma Green.

Install Hospital muffler to the Pump-jack to minimize engine noise.

Final

Prior to the construction of the location, the top 12 inches of soil material (if present) will be stripped and stockpiled. Placement of the topsoil is noted on the location plat attached. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit.

When restoration activities have been completed, the location site and new access road cuts and shoulders shall be reseeded. Prior to reseeding, all disturbed areas, including the old access road will be scarified and left with a rough surface.

The Authorized Agency Officer shall be contacted for the required seed mixture. Seed will be broadcast and the amount of seed mixture per acre will be doubled. The seeded area will then be "walked" with a dozer to assure coverage of the seeds. The seed mixture will reflect the recommendation from the Archeology study done.

At final abandonment, all casing shall be cut off at the base of the cellar or 3 feet below final restored ground level, whichever is deeper, and cap the casing with a metal plate a minimum of 0.25 inches thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap also will be constructed with a weep hole.

K Well Surface & Access Ownership:

State of Utah – DWR
1594 West North Temple, STE 2110
Salt Lake City, UT 84114
Local Contact – Ben Williams, 435-823-0946

L Other information

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

Berry will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities. A list of noxious weeds may be obtained from the Authorized Agency or the appropriate County Extension Office.

Drilling rigs and/or equipment used during drilling operations on this location will not be stacked or stored on administered lands after the conclusion of drilling operations or at any other time without authorization by the Authorized Agency Officer. If authorization is obtained, such storage is only a temporary measure.

Travel is restricted to approved routes only.

Outlaw Engineering Inc. has conducted a Class I archaeological survey. A copy of this report has been submitted under separate cover by Outlaw Engineering Inc. to the appropriate agencies.

Outlaw Engineering Inc. has conducted a Biological Assessment of the proposed location. A copy of this report has been submitted under separate cover by Outlaw Engineering Inc. to the appropriate agencies.

All personnel will refrain from collecting artifacts and from disturbing any significant cultural resources in the area. The operator is responsible for informing all persons in the area who are associated with this project that they may be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts. All vehicular traffic, personnel movement, construction, and restoration activities shall be confined to the areas examined, as referenced in the archaeological report, and to the existing roadways and/or evaluated access routes. If historic or archaeological materials are uncovered during construction, Berry Petroleum Company is to immediately stop work that might further disturb such materials and contact the Authorized Agency Officer.

Within five working days, the Authorized Agency Officer will inform the operator as to:

- Whether the materials appear eligible for the National Historic Register of Historic Places;
- The mitigation measures Berry will likely have to undertake before the site can be used (assuming in-situ preservation is not necessary); and a time frame for the Authorized Officer to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the Authorized Officer are correct and that the mitigation measures are appropriate.

If Berry wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the Authorized Agency Officer and/or the surface owner will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise the operator will be responsible for mitigation costs. The Authorized Agency Officer and/or the surface owner will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the Authorized Agency Officer that required mitigation has been completed, Berry will then be allowed to resume construction.

All Surface Use Conditions of Approval associated with the Landowner Surface Use Agreement and Environmental Analysis Mitigation Stipulations will be adhered to.

All well site locations will have appropriate signs indicating the name of the operator, the lease serial number, the well name and number, the survey description of the well (footages or the quarter/quarter section, the section, township, and range).

CONFIDENTIAL
Returned Unapproved

BERRY PETROLEUM COMPANY

LOCATION LAYOUT

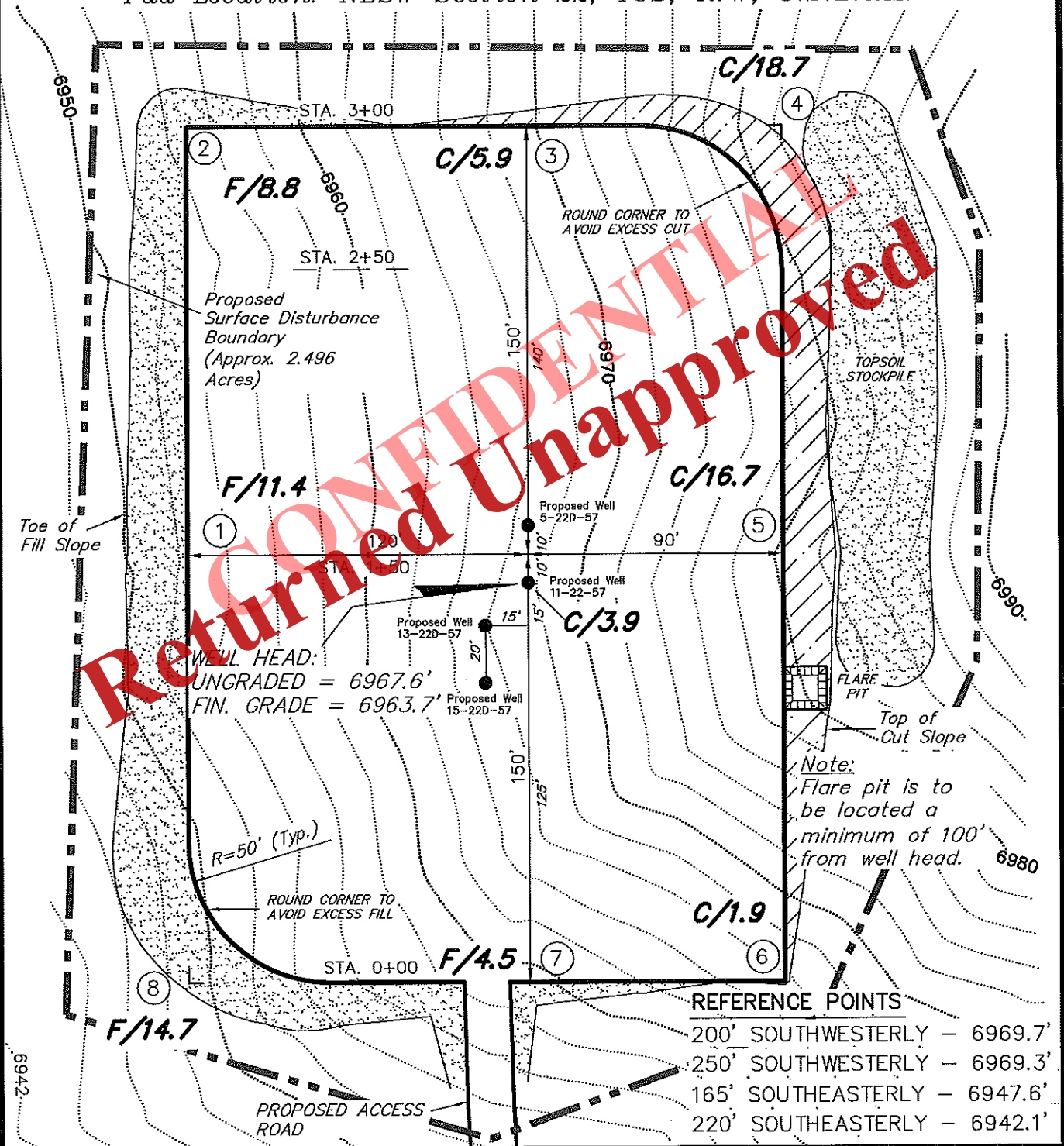
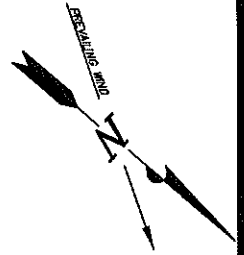
LC FEE 11-22-57 (Proposed Well)

LC FEE 13-22D-57 (Proposed Well)

LC TRIBAL 5-22D-57 (Proposed Well)

LC TRIBAL 15-22D-57 (Proposed Well)

Pad Location: NESW Section 22, T5S, R7W, U.S.B.&M.



SURVEYED BY: K.G.S.

DATE SURVEYED: 05-30-12

DRAWN BY: L.C.S.

DATE DRAWN: 06-06-12

SCALE: 1" = 50'

REVISED:

Tri State
Land Surveying, Inc.

(435) 781-2501

180 NORTH VERNAL AVE. VERNAL, UTAH 84078

Received: April 04, 2013

BERRY PETROLEUM COMPANY

CROSS SECTIONS

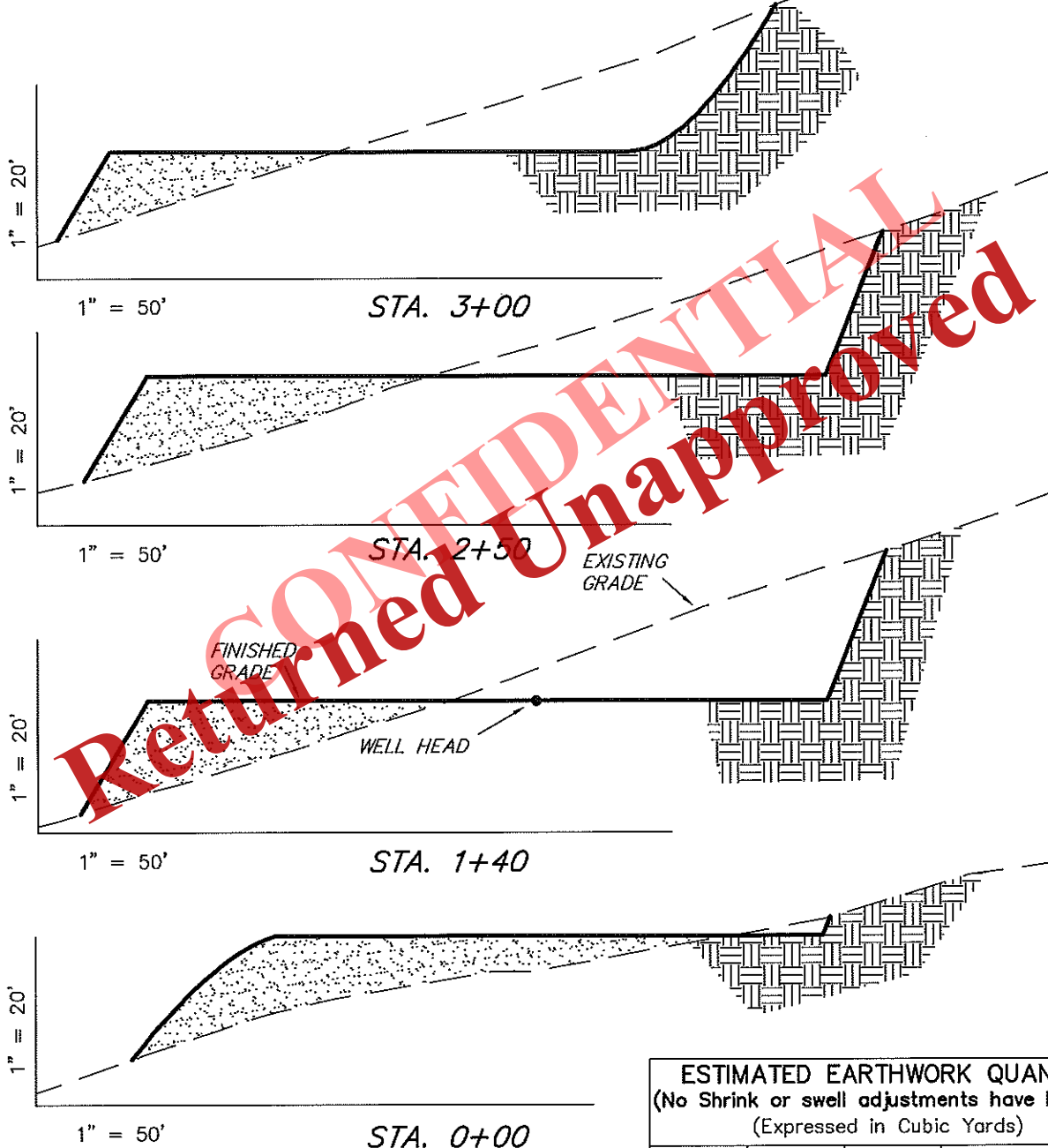
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LC TRIBAL 5-22D-57 (Proposed Well)

LC TRIBAL 15-22D-57 (Proposed Well)

Pad Location: NESW Section 22, T5S, R7W, U.S.B.&M.



NOTE:
UNLESS OTHERWISE NOTED
CUT SLOPES ARE AT 1:1
FILL SLOPES ARE AT 1.5:1

ESTIMATED EARTHWORK QUANTITIES (No Shrink or swell adjustments have been used) (Expressed in Cubic Yards)				
ITEM	CUT	FILL	6" TOPSOIL	EXCESS
PAD	8,780	8,780	Topsoil is not Included in Pad Cut	0
PIT	0	0		0
TOTALS	8,780	8,780	1,420	0

SURVEYED BY: K.G.S.	DATE SURVEYED: 05-30-12
DRAWN BY: L.C.S.	DATE DRAWN: 06-06-12
SCALE: 1" = 50'	REVISED:

Tri State
Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078
(435) 781-2501

Received: April 04, 2013

BERRY PETROLEUM COMPANY

TYPICAL RIG LAYOUT

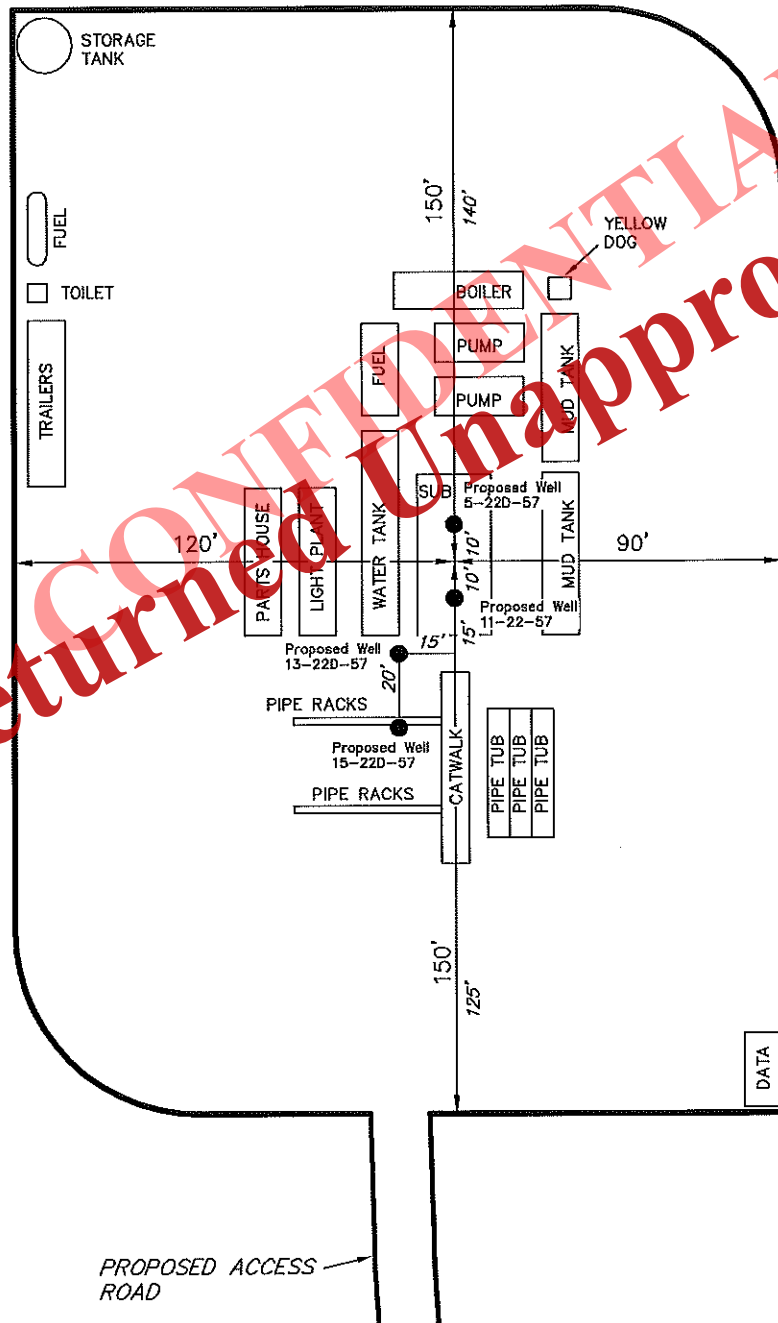
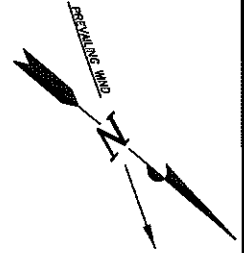
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LC TRIBAL 15-22D-57 (Proposed Well)

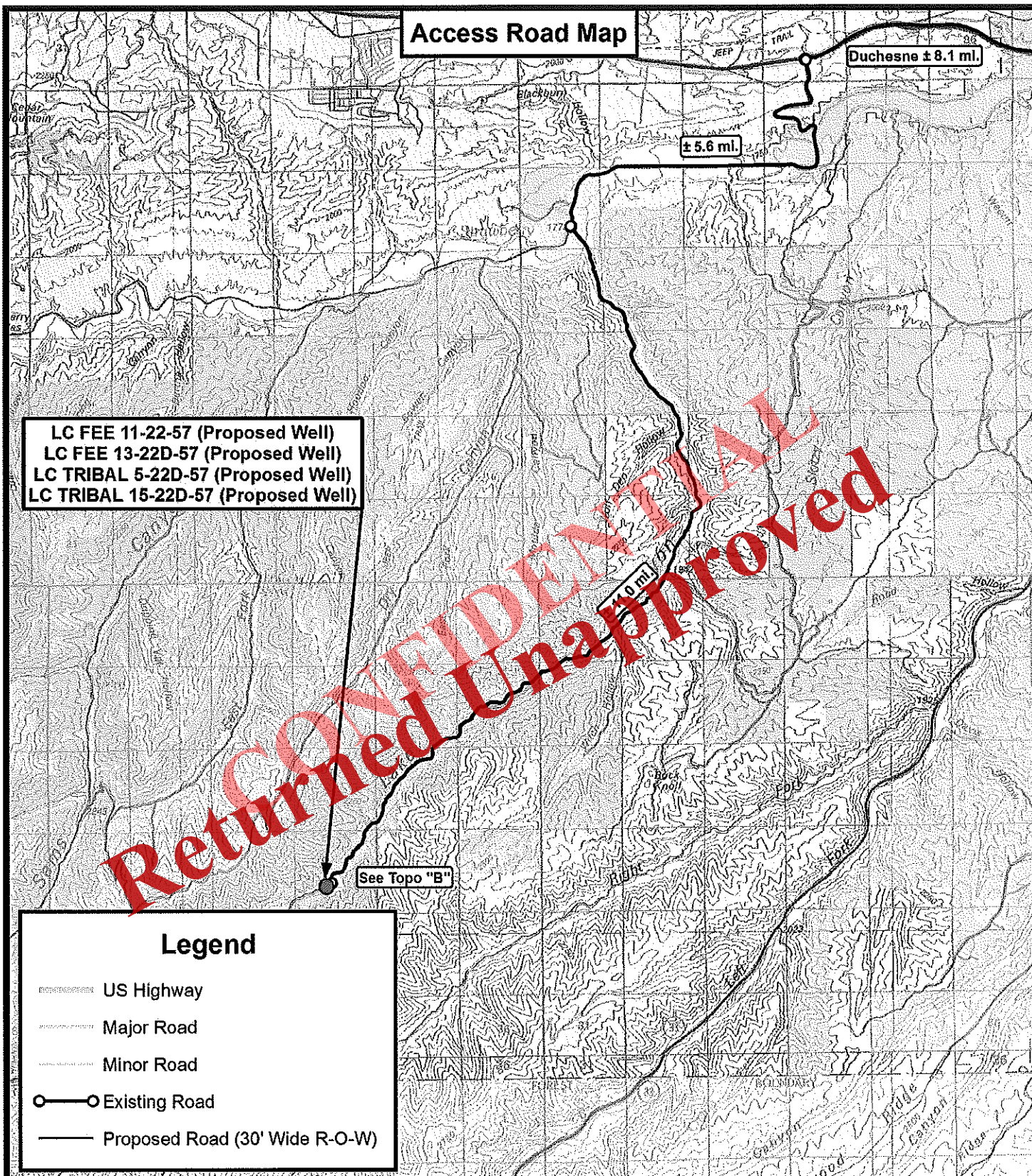
Pad Location: NESW Section 22, T5S, R7W, U.S.B.&M.




Note:
Flare pit is to
be located a
minimum of 100'
from well head.

SURVEYED BY: K.G.S.	DATE SURVEYED: 05-30-12
DRAWN BY: L.C.S.	DATE DRAWN: 06-06-12
SCALE: 1" = 50'	REVISED:

Tri State (435) 781-2501
Land Surveying, Inc.
180 NORTH VERNAL AVE. VERNAL, UTAH 84078





Tri State
Land Surveying, Inc.
 180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
 F: (435) 781-2518

DRAWN BY:	J.A.S.
DATE:	06-11-2012
SCALE:	1:100,000

BERRY PETROLEUM COMPANY

LC FEE 11-22-57, 13-22D-57 (Proposed Well)
 LC TRIBAL 5-22D-57, 15-22D-57 (Proposed Well)
 SEC. 22, T5S, R7W, U.S.B.&M.
 Duchesne County, UT.

TOPOGRAPHIC MAP

SHEET
A

Access Road Map





LC FEE 11-22-57 (Proposed Well)
 LC FEE 13-22D-57 (Proposed Well)
 LC TRIBAL 5-22D-57 (Proposed Well)
 LC TRIBAL 15-22D-57 (Proposed Well)

Duchesne ± 24.7 ml.

UTE TRIBAL LANDS

DIVISION OF WILDLIFE RESOURCES

Legend

-  US Highway
-  Major Road
-  Minor Road
-  Existing Road
-  Proposed Road (30' Wide R-O-W)

THE PARCEL INFORMATION SHOWN HAS NOT BEEN SURVEYED BY TRI-STATE LAND SURVEYING, INC. - TRI-STATE DOES NOT WARRANTY PROPERTY PARCEL DATA OR ANY ASSOCIATED INFORMATION. A PROPERTY SURVEY IS REQUIRED TO DETERMINE THE ACTUAL LOCATION OF PROPERTY LINES AND SHOW ACCURATE DISTANCES ACROSS PARCELS.



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BERRY PETROLEUM COMPANY

LC FEE 11-22-57, 13-22D-57 (Proposed Well)
 LC TRIBAL 5-22D-57, 15-22D-57 (Proposed Well)
 SEC. 22, T5S, R7W, U.S.B.&M.
 Duchesne County, UT.

TOPOGRAPHIC MAP

SHEET
B

DRAWN BY: J.A.S.
 DATE: 06-11-2012
 SCALE: 1" = 2,000'

Received: April 04, 2013







Proposed Pipeline Map

LC FEE 11-22-57 (Proposed Well)
 LC FEE 13-22D-57 (Proposed Well)
 LC TRIBAL 5-22D-57 (Proposed Well)
 LC TRIBAL 15-22D-57 (Proposed Well)

Tie in at Proposed
 Gas Pipeline

± 219'

Legend

-  US Highway
-  Major Road
-  Minor Road
-  Existing Road
-  Proposed Pipeline (30 Wide R-O-W)
-  Previously Proposed Pipeline (30' Wide R-O-W)

THE PARCEL INFORMATION SHOWN HAS NOT BEEN SURVEYED BY TRI-STATE LAND SURVEYING, INC. - TRI-STATE DOES NOT WARRANTY PROPERTY PARCEL DATA OR ANY ASSOCIATED INFORMATION. A PROPERTY SURVEY IS REQUIRED TO DETERMINE THE ACTUAL LOCATION OF PROPERTY LINES AND SHOW ACCURATE DISTANCES ACROSS PARCELS.



**Tri State
 Land Surveying, Inc.**

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BERRY PETROLEUM COMPANY

LC FEE 11-22-57, 13-22D-57 (Proposed Well)
 LC TRIBAL 5-22D-57, 15-22D-57 (Proposed Well)
 SEC. 22, T5S, R7W, U.S.B.&M.
 Duchesne County, UT.

TOPOGRAPHIC MAP

SHEET
C

DRAWN BY: J.A.S.
 DATE: 06-11-2012
 SCALE: 1" = 2,000'

Received: April 04, 2013

Exhibit "B" Map

LC FEE 11-22-57 (Proposed Well)
 LC FEE 13-22D-57 (Proposed Well)
 LC TRIBAL 5-22D-57 (Proposed Well)
 LC TRIBAL 15-22D-57 (Proposed Well)

Returned Unapproved

Legend

- Surface Hole
- 1 Mile Radius

DNR Well Status

- ◇ Approved Permit
- ⊙ Spudded Drilling
- ✕ Location Abandoned
- ⊕ New Location
- ⚠ Drilling Operations Suspended
- ⊖ Plugged Abandoned
- ☀ Producing Gas Well
- ⊙ Producing Oil Well
- ⊙ Returned AFD
- ☀ Shut-in Gas Well
- ⊙ Shut-in Water Well
- ⊖ Temporarily Abandoned
- ⚡ Water Disposal Well
- ⚡ Water Injection Well

THE PARCEL INFORMATION SHOWN HAS NOT BEEN SURVEYED BY TRI-STATE LAND SURVEYING, INC. - TRI-STATE DOES NOT WARRANTY PROPERTY PARCEL DATA OR ANY ASSOCIATED INFORMATION. A PROPERTY SURVEY IS REQUIRED TO DETERMINE THE ACTUAL LOCATION OF PROPERTY LINES AND SHOW ACCURATE DISTANCES ACROSS PARCELS.



**Tri State
 Land Surveying, Inc.**

180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
 F: (435) 781-2518



BERRY PETROLEUM COMPANY

LC FEE 11-22-57, 13-22D-57(Proposed Well)
 LC TRIBAL 5-22D-57, 15-22D-57 (Proposed Well)
 SEC. 22, T6S, R7W, U.S.B.&M.
 Duchesne County, UT.

DRAWN BY: J.A.S.
 DATE: 06-11-2012
 SCALE: 1" = 2,000'

TOPOGRAPHIC MAP

SHEET
D

Received: April 04, 2013

**Location
Photos**

**Center Stake
Looking Southerly**

Date Photographed: 05/30/2012

Photographed By: K.Stewart



**Access
Looking Westerly**

Date Photographed: 05/30/2012

Photographed By: K.Stewart



**Tri State
Land Surveying, Inc.**

180 NORTH VERNAL AVE. VERNAL, UTAH 84078

P: (435) 781-2501
F: (435) 781-2518

BERRY PETROLEUM COMPANY

LC FEE 11-22-57, 13-22D-57 (Proposed Well)
LC TRIBAL 5-22D-57, 15-22D-57 (Proposed Well)
SEC. 22, T5S, R7W, U.S.B.&M.
Duchesne County, UT.

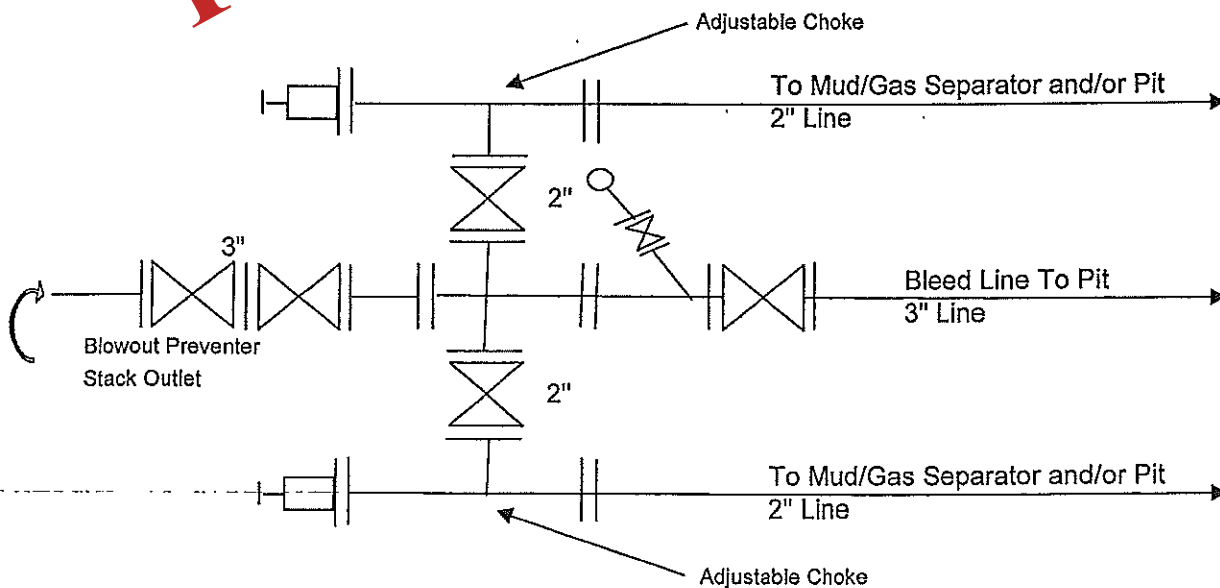
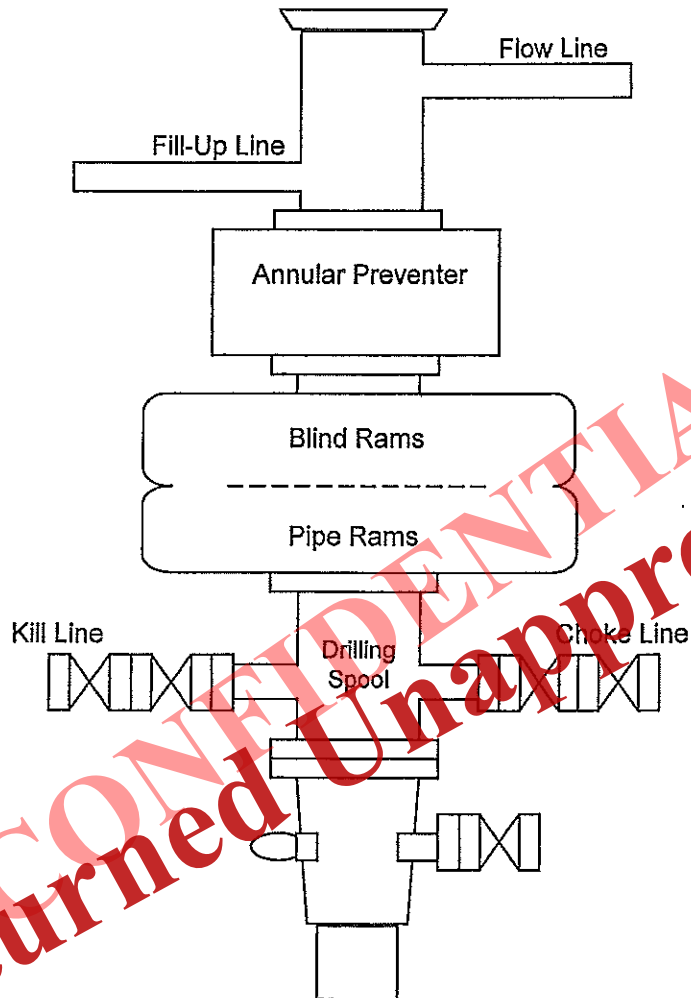
DRAWN BY: J.A.S. REVISD:
DATE: 06-11-2012

COLOR PHOTOGRAPHS

SHEET
P

Received: April 04, 2013

SCHEMATIC DIAGRAM OF 3,000 PSI BOP STACK



AFFIDAVIT OF NOTICE

I, **Kathy Fieldsted**, the affiant herein, being of lawful age and duly sworn upon his oath deposes and states to the best of my knowledge as follows:

Kathy Fieldsted is a Sr. Regulatory & Permitting Tech. for **Berry Petroleum Company**, a Delaware Corporation, with headquarters located at 1999 Broadway, Suite 3700, Denver, Colorado 80202, and is duly authorized to make this affidavit on behalf of said corporation. This Affidavit is made in accordance with Utah's Oil, Gas and Mining regulation R649-3-22.

Berry Petroleum Company has submitted notices to commingle production from the Wasatch and Green River formations in the following wells:

LC Fee 13-14D-57

LC Fee 3-28D-57

LC Fee 5-28D-57

LC Fee 11-22-57

LC Fee 13-22D-57

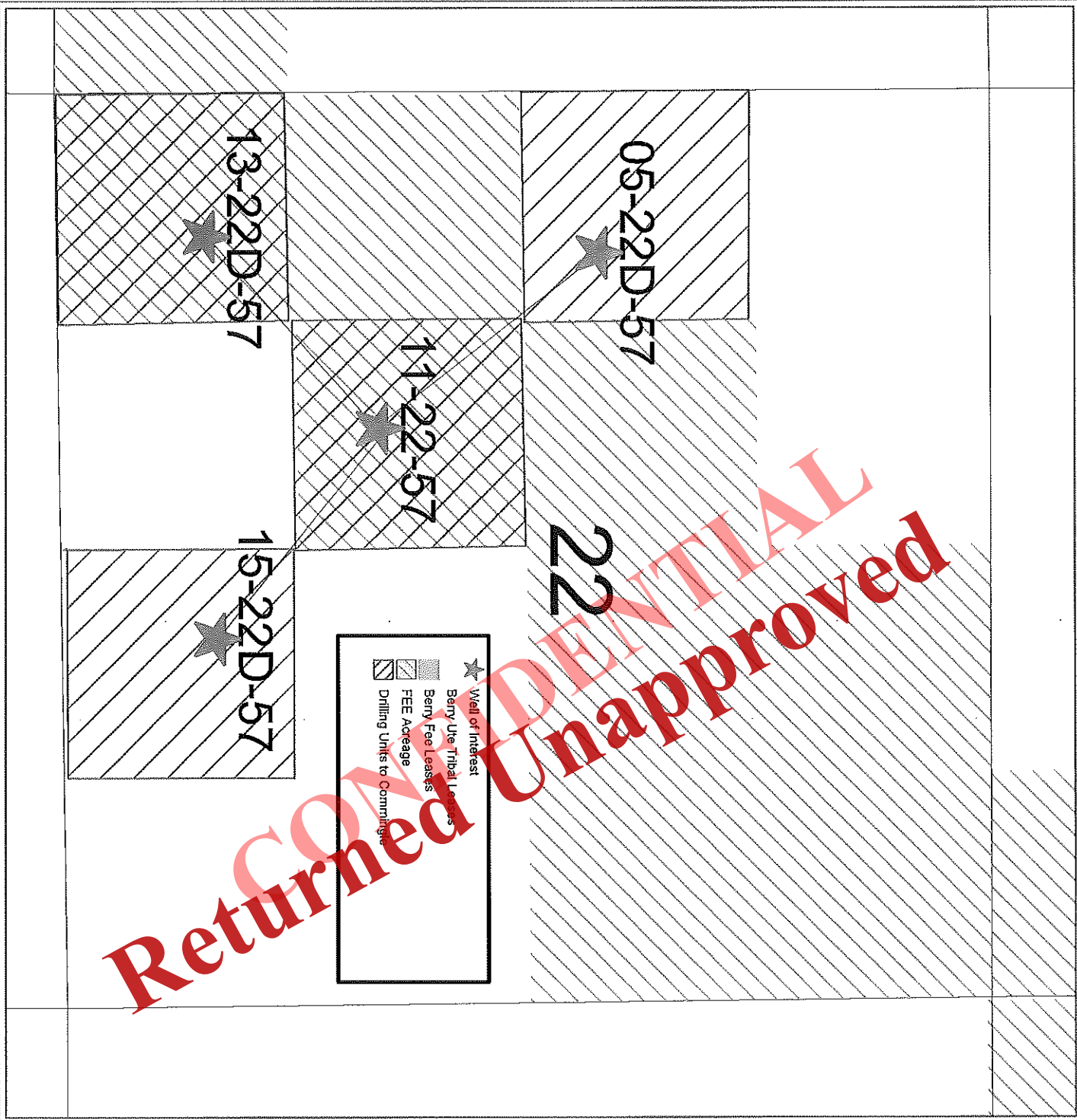
Berry Petroleum Company is the owner of contiguous oil and gas leases or drilling units or has the right to the minerals overlying the pool for the aforementioned wells. Notice of intent to commingle production is hereby waived.

This instrument is executed this 12th day of December, 2012.

Berry Petroleum Company

By: Kathy K. Fieldsted

Received: April 04, 2013



Berry Petroleum Company

Statewide Utah

Commingle Map



December 11, 2012

SELF-CERTIFICATION STATEMENT

The following self -certification statement is provided per federal requirements dated May 7, 2007.

Please be advised that Berry Petroleum Company is considered to be the operator of the following well.

LC Fee 11-22-57
Section 22, T5S, R7W, U.S.B. & M.
1846' FSL & 1921' FWL (NE/4SW/4)
Duchesne, County, Utah

Berry Petroleum Company is responsible under the terms of the lease for the operations conducted upon the lease lands.

Operator's Representative and Certification

A) Representative

NAME: Krista M. Mecham

ADDRESS: Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066

PHONE: 435-722-1325

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations and on shore oil and gas orders. Berry Petroleum Company is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

The drilling permit will be valid for a period of two years from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

B) Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drill site and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge and belief, true and correct; and that the work associated with the operations proposed herein will be performed by Berry Petroleum Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

DATE

4/4/2013

Krista M. Mecham

Sr. Regulatory & Permitting Tech.

AFFIDAVIT OF SURFACE DAMAGE AGREEMENT

Gil Nix, the Affiant herein, is a New Development Superintendent for Berry Petroleum Company, a Delaware corporation, with an office located at 4000 S 4028 W, Rt 2 Box 7735, Roosevelt, Utah 84066, being of lawful age and duly sworn upon his oath and being duly authorized to make this affidavit on behalf of said corporation hereby deposes and states to the best of his knowledge as follows:

That Berry Petroleum Company has a Surface Damage Agreement signed by the current surface owner covering the following described property, hereinafter referred to as the Land:


TOWNSHIP 5 SOUTH, RANGE 7 WEST, USB&M
Section 22 NE ¼ SW ¼

Affiant further states said Surface Damage Agreement GRANTS, SELLS, and CONVEYS unto Berry Petroleum Company an easement for ingress and egress to, along with a right to use, that portion of the herein described property as may be necessary to construct, use, and maintain a well site or well sites (including location of additional wells on each well site in the case of directional or horizontal drilling) for the drilling, completion and operation of an oil and gas well or wells (including but not limited to pumping facilities and tank batteries) over, under and through the herein described Land.

Affiant further states said Surface Damage Agreement GRANTS, SELLS, and CONVEYS unto Berry Petroleum Company the right to construct, entrench, maintain, operate, replace, remove, protect, or abandon a pipeline or pipelines for water or gas with appurtenances thereto, including, but not limited to, valves, metering equipment, and cathodic equipment; to construct, maintain, relocate, or abandon a road (said well sites, pipelines, appurtenance, valves, metering equipment, cathodic equipment and road being sometimes collectively call the "facilities") over, under, and through the herein described Land.

Executed and effective as of this 4th day of April, 2013.

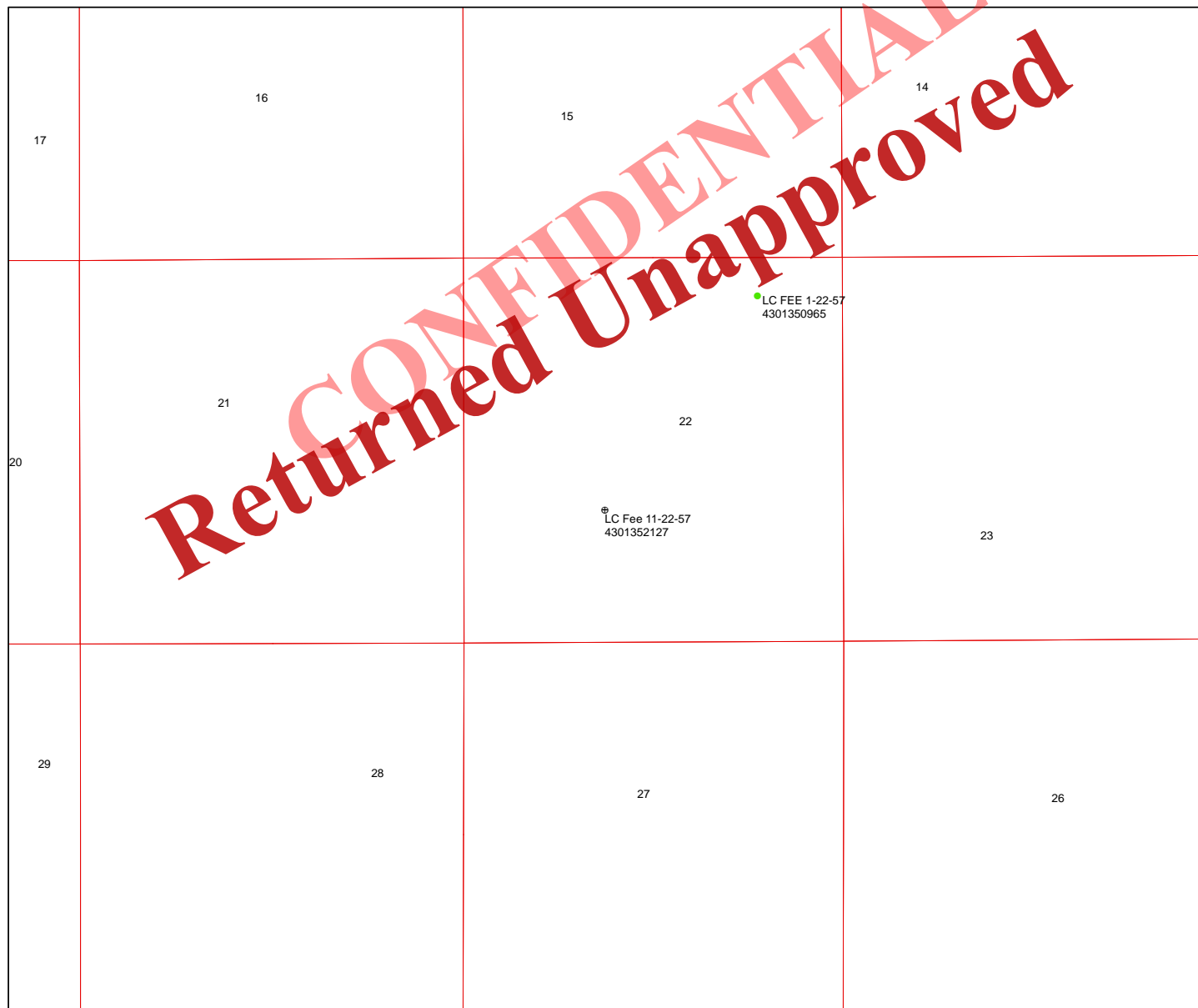
Berry Petroleum Company

By: 

Gil Nix

New Development Superintendent

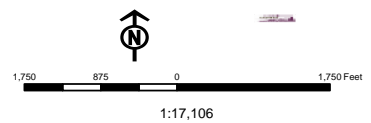
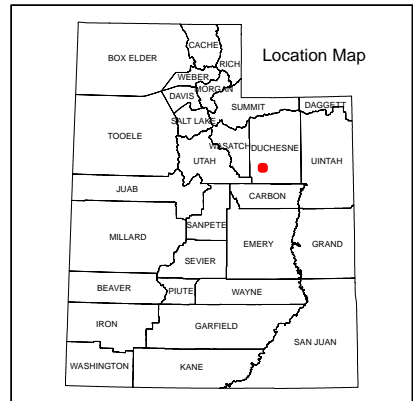
CONFIDENTIAL
Returned Unapproved



API Number: 4301352127
Well Name: LC Fee 11-22-57
Township T05.0S Range R07.0W Section 22
Meridian: UBM
Operator: BERRY PETROLEUM COMPANY

Map Prepared:
Map Produced by Diana Mason

- Units**
- STATUS
 - ACTIVE
 - EXPLORATORY
 - GAS STORAGE
 - NF PP OIL
 - NF SECONDARY
 - PI OIL
 - PP GAS
 - PP GEOTHERML
 - PP OIL
 - SECONDARY
 - TERMINATED
- Fields**
- STATUS
 - Unknown
 - ABANDONED
 - ACTIVE
 - COMBINED
 - INACTIVE
 - STORAGE
 - TERMINATED





GARY R. HERBERT
Governor

SPENCER J. COX
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

April 07, 2015

LINN OPERATING, INC.
Rt. 2 Box 7735
Roosevelt, UT 84066

Re: Application for Permit to Drill - DUCHESNE County, Utah

Ladies and Gentlemen:

The Application for Permit to Drill (APD) for the LC Fee 11-22-57 well, API 43013521270000 that was submitted April 04, 2013 is being returned unapproved. If you plan on drilling this well in the future, you must first submit a new application.

Should you have any questions regarding this matter, please call me at (801) 538-5312.

Sincerely,

Diana Mason
Environmental Scientist

Enclosure

cc: Bureau of Land Management, Vernal, Utah



